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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
: :
Debtors. : Jointly Administered
- - - - - x

**CONSENT ORDER RESOLVING UNITED STATES CUSTOMS AND BORDER
PROTECTION'S OBJECTION TO CONFIRMATION**

Upon consideration of the Consent Motion of the
Debtors for Entry of Order Resolving Objection to
Confirmation (the "Motion");¹ and the parties having
consented to the relief requested in the Motion on the terms
and conditions set forth in this Order (the "Consent

¹ Each capitalized term not otherwise defined herein shall have the
meaning ascribed to it in the Motion.

Order"); and, this Court having reviewed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (D.I. 5124), and the Disclosure Statement with Respect to Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims (D.I. 5103), as well as the Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims (D.I. 8252) (the "Plan"), and the Supplemental Disclosure with Respect to Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims and Notice of Deadline to Object to Confirmation (D.I. 8253), and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Objection is resolved as set forth in this Consent Order.

2. To the extent required, the automatic stay of 11 U.S.C. § 362 is lifted for the limited purpose of permitting CBP to assess the sum of \$38,648.92 against the Debtors for the coaxial duties.

3. To the extent required, the automatic stay of 11 U.S.C. § 362 is lifted for the limited purpose of permitting CBP to offset the pre-petition refund, in the sum of \$10,186.93, against the coaxial duties.

4. CBP shall be deemed a "taxing authority" within the meaning of the Plan, Article.VI.H.2, and will retain all rights (including rights of setoff) against any non-debtor third parties, including Safeco Insurance Company of America, as surety under the Importer Broker Bond issued in favor of CBP.

5. Nothing herein shall preclude or limit the Debtors' rights to contest the validity and amount of the coaxial duties and the pre-petition refund.

6. Upon entry by the Bankruptcy Court, this Consent Order shall be binding upon and shall inure to the benefit of CBP and the Debtors and each of their respective successors and assigns.

7. This Consent Order contains the entire agreement and understanding between CBP and the Debtors with

respect to the subject matter hereof, and supersedes and replaces all prior negotiations or proposed agreements, written or oral.

8. The Bankruptcy Court shall retain exclusive jurisdiction to hear and determine all matters relating to or arising from this Consent Order.

DATED: _____, 2010
Sep 10 2010

/s/ Kevin Huennekens
Honorable Kevin R. Huennekens
United States Bankruptcy Judge

ENTERED ON DOCKET:
September 14 2010

WE ASK FOR THIS: United States Customs and
Border Protection

CIRCUIT CITY STORES, INC.

By:	<u>/s/ Robert P. McIntosh</u>
SKADDEN, ARPS, SLATE,	Robert P. McIntosh
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Counsel for Circuit City
Stores, Inc.,
et al., Debtors and
Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby
certify that the foregoing proposed order has been endorsed
by or served upon all necessary parties.

/s/ Douglas M. Foley_____
Douglas M. Foley

Imaged Certificate of Service Page 7 of 7
CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: frenchs
Form ID: pdforder

Page 1 of 1
Total Noticed: 1

Date Rcvd: Sep 14, 2010

The following entities were noticed by first class mail on Sep 16, 2010.
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 16, 2010

Signature:

